CHINA NETWORK MEDIA, INC.

FORM 10-Q
(Quarterly Report)

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Telephone	86 (411) 3973-1515
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______________ to ______________

Commission File Number: 333-152579

CHINA NETWORK MEDIA, INC.
(Exact name of registrant as specified in its charter)

Delaware	**32-0251358**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Room 205, Building A **No. 1 Torch Road, High-Tech Zone** **Dalian, China**	**116023**
(Address of principal executive offices)	(Zip Code)

+86 (411) 3973-1515
(Registrant’s telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (do not check if smaller reporting company)	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

At November 14, 2016, the registrant had 65,830,533 shares of common stock, par value $0.001 per share, issued and outstanding.

CHINA NETWORK MEDIA, INC.

FORM 10-Q REPORT
September 30, 2016

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

INDEX TO FINANCIAL STATEMENTS

China Network Media Inc.
Consolidated Balance Sheets
(Stated in US dollars, except for number of shares)

	September 30, 2016 (Unaudited)	December 31, 2015
Assets		
Current assets		
Cash and cash equivalents	$ 73,410	$ 482,421
Due from related parties	747,352	-
Prepaid taxes	-	81,236
Prepaid expenses and other current assets	18,233	17,404
Total current assets	**838,995**	**581,061**
Property and equipment, net	25,389	5,685
Total assets	**$ 864,384**	**$ 586,746**
Liabilities and shareholders' equity		
Current Liabilities		
Deferred revenue	$ 2,122	$ 26,366
Due to related parties	78,169	80,251
Other tax payables	14,947	-
Income tax payable	229,152	135,664
Other current liabilities	32,794	23,514
Total current liabilities	**357,184**	**265,795**
Total liabilities	**$ 357,184**	**$ 265,795**
Shareholders' equity		
Common stock ($0.001 par value,100,000,000 shares authorized; 65,830,533 and 65,679,533 shares issued and outstanding as of September 30, 2016 and December 31, 2015, respectively)	65,830	65,679
Additional paid in capital	1,437,351	1,347,257
Accumulated deficit	(917,905)	(1,023,818)
Accumulated other comprehensive loss	(78,076)	(68,167)
Total shareholders' equity	**507,200**	**320,951**
Total liabilities and shareholders' equity	**$ 864,384**	**$ 586,746**

See accompanying notes to the consolidated financial statements.

** The assets of the variable interest entities (the "VIEs") can be used to settle obligations of the consolidated entities. Conversely, liabilities recognized as a result of consolidating these VIEs do not represent additional claims on the Company's general assets (Note 3).*

China Network Media Inc.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Stated in US dollars, except for number of shares)

	For the Nine Months Ended September 30,		For the Three Months Ended September 30,	
	2016	2015	2016	2015
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue				
- Third parties	$ 26,728	$ 1,062,484	$ 5,875	$ 273,823
- Related parties	816,985	174,328	215,344	174,328
	843,713	1,236,812	221,219	448,151
Cost of revenue	179,443	145,669	56,547	44,308
Gross profit	664,270	1,091,143	164,672	403,843
Operating expenses:				
Research and development expenses	60,678	25,873	10,665	8,921
Selling and marketing expenses	4,294	1,784	1,134	583
General and administrative expenses	323,091	336,860	52,998	76,208
Total operating expenses	388,063	364,517	64,797	85,712
Income from Operations	276,207	726,626	99,875	318,131
Other income(expenses)	(34,537)	6,858	3,328	25
Net income before income taxes	241,670	733,484	103,203	318,156
Provision for income taxes	113,181	189,193	33,509	61,738
Net income	128,489	544,291	69,694	256,418
Other comprehensive Loss				
Foreign currency translation adjustment	(9,909)	(10,844)	(2,213)	(10,116)
Comprehensive Income	$ 118,580	$ 533,447	$ 67,481	$ 246,302
Basic and diluted earnings per share	$ 0.002	$ 0.008	$ 0.001	$ 0.004
Weighted-average number of shares outstanding -Basic and diluted	65,770,464	65,540,074	65,830,533	65,604,533

See accompanying notes to the consolidated financial statements.

China Network Media Inc.
Consolidated Statements of Cash Flows
For the Periods Ended September 30, 2016 and 2015
(Stated in US dollars, except for number of shares)

	For the Nine Months Ended September 30,	
	2016	2015
	(Unaudited)	(Unaudited)
Cash Flows From Operating Activities		
Net income	$ 128,489	$ 544,291
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation expense	7,018	14,429
Issuance of shares to employees and part-time consultants	7,467	21,224
Changes in operating assets and liabilities:		
Due from related parties	(697,545)	-
Prepaid expenses and other current assets	(1,313)	19,509
Advance from a customer	-	(16,198)
Deferred revenue	(23,861)	(923,804)
Income tax payable	98,447	23,608
Prepaid taxes and other tax payable	95,295	17,937
Other current liabilities	10,045	(5,028)
Net cash used in operating activities	(375,958)	(304,032)
Cash Flows From Investing Activities		
Purchases of property and equipment	(27,146)	(1,731)
Short term loan to a related party	(215,798)	-
Cash repayment from a related party	155,770	-
Short term loan to an unrelated party	-	(129,586)
Cash repayment from an unrelated party	-	129,586
Net cash used in investing activities	(87,174)	(1,731)
Cash Flows From Financing Activities		
Contributed from Jiang Wei	60,788	-
Cash proceeds from a related party	67	-
Net cash provided by financing activities	60,855	-
Effect of exchange rate fluctuation on cash and cash equivalents	(6,734)	(20,924)
Net decrease in cash and cash equivalents	(409,011)	(326,687)
Cash and cash equivalents, beginning of the period	482,421	909,922
Cash and cash equivalents, end of the period	$ 73,410	$ 583,235
Supplemental disclosure information:		
Income taxes paid	$ 14,734	$ 165,733

See accompanying notes to the consolidated financial statements.

NOTE 1. DESCRIPTION OF BUSINESS AND ORGANIZATION

China Network Media Inc. (formerly known as Metha Energy Solutions Inc.) was incorporated on April 18, 2008 under the laws of the State of Delaware.

Science & Technology World Website Media Holding Co., Ltd. ("Science & Technology Holding") was organized under the laws of the British Virgin Island on February 15, 2011.

Science & Technology World Website Media Group Co., Ltd. ("Science & Technology Media") was organized under the laws of the British Virgin Island on February 15, 2011 to serve as a holding company for the People's Republic of China (the "PRC") operations. On September 16, 2011, Science & Technology Media established Science & Technology World Website Hong Kong Media Holding Co., Ltd. ("HK Science & Technology") in Hong Kong to serve as an intermediate holding company.

On January 20, 2012, HK Science and Technology established Science& Technology World Website Trade (Dalian) Co., Ltd (the "WFOE" or "Science & Technology Trading") in the PRC. Its purposes are, among others, a platform for online B2B service.

HK Science and Technology and the WFOE are considered foreign investor and foreign invested enterprise respectively under PRC law. As a result, HK Science & Technology and the WFOE are subject to limitations under PRC law on foreign ownership of Chinese companies. According to the Catalogue of Industries for Guiding Foreign Investment (2011 Revision) (the "Catalogue"), there are four kinds of industries which are encouraged, permitted, restricted and prohibited for foreign investment. The primary business of Dalian Tianyi Culture Development Co., Ltd ("Dalian Tianyi") and Science & Technology World Network (Dalian) Co., Ltd ("Science & Technology (Dalian)") are within the category in which foreign investment is currently restricted.

On January 21, 2012, the WFOE respectively entered into a series of agreements with Dalian Tianyi, Science & Technology (Dalian) and their respective shareholders ("Contractual Arrangements"). The relationship with Dalian Tianyi, Science & Technology (Dalian) and their respective shareholders are governed by the Contractual Arrangements. The Contractual Arrangements are comprised of a series of agreements, including Exclusive Technical Consulting Service Agreements and Operating Agreements, through which WFOE has the right to advise, consult, manage and operate Dalian Tianyi and Science & Technology (Dalian), and collect 85% of their respective net profits. The shareholders of Dalian Tianyi and Science & Technology (Dalian) have granted WFOE, under the Exclusive Equity Interest Purchase Agreement, the exclusive right and option to acquire all of their equity interests respectively in Dalian Tianyi and Science & Technology (Dalian). Furthermore, the shareholders of Dalian Tianyi and Science & Technology (Dalian) are under the procedure of pledging all of their equity interests respectively in Dalian Tianyi and Science & Technology (Dalian) to WFOE under the Exclusive Equity Interest Pledge Agreement, and through the Exclusive Equity Interest Pledge Agreement, WFOE can collect the remaining 15% of Dalian Tianyi and Science & Technology (Dalian)'s respective net profits.

According to the Power of Attorney executed by the shareholders of Dalian Tianyi and Science & Technology (Dalian), they exclusively authorized WFOE to perform and exercise any and all of the shareholder's rights in Dalian Tianyi and Science & Technology (Dalian).

As a result of the Contractual Arrangements, under generally accepted accounting principles in the United States, or U.S. GAAP, Science & Technology Media is considered the primary beneficiary of Dalian Tianyi and Science & Technology (Dalian) ("VIEs").

On October 29, 2012, Science & Technology Media entered into a Share Exchange Agreement by and among (i) Science & Technology Holding, (ii) the principal shareholders of China Network Media Inc., (iii) China Network Media Inc., (iv) the shareholders of Science &Technology Holding and (v) Science & Technology Media.

The acquisition was accounted for as a “reverse merger,” and Science & Technology Media was deemed to be the accounting acquirer in the reverse merger. Consequently, the assets and liabilities and the historical operations that would be reflected in the financial statements prior to the acquisition would be those of Science &Technology Media and its wholly owned subsidiaries and VIEs, and would be recorded at the historical cost, and the consolidated financial statements after completion of the acquisition would include the assets, liabilities and operation of China Network Media Inc., Science & Technology Media and its wholly owned subsidiaries and VIEs from the closing date of the acquisition. As a result of the issuance of the shares of common stock pursuant to the Exchange Agreement, a change in control of occurred as a result of the acquisition.

In connection with the closing of the Exchange Agreement, ToftApS, China Network Media Inc. principal shareholder, agreed to cancel its 10,000,000 shares of the common stock that it owned in China Network Media Inc. and to issue 50,000,000 shares to shareholders of Science & Technology Holding, who acquired a majority interest in China Network Media Inc., in October 2012 for the purpose of the reverse acquisition of Science & Technology Media. Additionally, the existing officers and directors from China Network Media Inc. resigned from its board of directors and all officer positions effective immediately after the closing of the reverse merger. Accordingly, China Network Media Inc. appointed Mr. Jiang Wei, the former major shareholder of Science & Technology Holding as the Chairman of the Board and appointed Mr. PengHuiAn, the former major shareholder of Science & Technology Holding as the Chief Executive Officer. The shareholders of Science & Technology Media shareholder were issued common stock of China Network Media Inc. constituting approximately 95.02% of the fully diluted outstanding shares. After the RTO, 52,620,030 common stocks were outstanding.

China Network Media Inc.’ directors approved the Exchange Agreement and the transactions contemplated thereby. Simultaneously, the directors of Science & Technology Media also approved the Exchange Agreement and the transactions contemplated thereby.

As a result of the Exchange Agreement, China Network Media Inc. acquired 100% of the processing and production operations of Science & Technology Media and its subsidiaries, the business and operations of which now constitutes its primary business and operations.

On March 19, 2013, the Company submitted dissolution application for Science & Technology Holding which was approved on April 2, 2013.

China Network Media Inc., its wholly-owned subsidiaries and VIEs are collectively referred as “the Company”, “we”, “us”, “our” for the purposes of these notes.

We operate a multi-languages portal website that serves to the technology industry and provide advertising opportunities to the companies through our diverse business network in China. The Company currently operates its website through different versions in China.

As our main target, we provide online platform to business entrepreneurs and corporations with a B2B marketplace that can help our customers:

- ☐ Set their brand image through multiple languages online magazine, online corporate multimedia advertisement, executives interviews, institutional alliances and flexible membership package that tailor made based on what our customers need;
- ☐ Set up customer's online exhibition to introduce their products to the public, where they have our tailor-made corporate introduction with 3D product description and factory facilities online show room ;
- ☐ Develop intelligent leisure retirement industry through building a unique international intelligent technology health leisure endowment industrial district including residential area, holiday resort, spa area etc. ;
- ☐ Develop an e-commercial platform to combine the online sales business with above intelligent leisure district and all the branches over the world to provide elderly products and also exclusive products provided by our agents;
- ☐ B2B product purchase platform for companies and end-users;
- ☐ Online job opportunity section for corporate clients; and
- ☐ Corporate blogs.

We currently derive a substantial portion of our revenues from online advertising membership services. Our advertising membership solutions present corporate users with attractive opportunities to combine the visual impact and engagement of traditional television-like multimedia advertisements and online magazines with the interactivity and precise targeting capabilities of the Internet. We strive to promote a novel and unique advertising environment on our website to attract technology enterprises.

NOTE 2. GOING CONCERN AND LIQUIDITY

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company currently has limited revenue and has accumulated deficit of $917,905 and $1,023,818 as of September 30, 2016 and December 31, 2015 and net income of $128,489 and $544,291 for the nine months ended September 30, 2016 and 2015, respectively. In addition, the company had a negative cash flow from operating activities for nine months ended September 30, 2016. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management plans to fund continuing operations through new financing from related parties and equity financing arrangements. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required until 2017 when it can generate sources of recurring revenues and to ultimately attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The principal sources of liquidity are cash and cash equivalents, loans from shareholders, as well as the cash flows generated from our operations.

As of September 30, 2016, the Company had cash and cash equivalents of approximately $73,410. As of December 31, 2015, the Company had cash and cash equivalents of approximately $ 482,421. Cash and cash equivalents include cash on hand, deposits in banks with maturities of three months or less, and all highly liquid investments which are unrestricted as to withdrawal or use, and which have original maturities of three months or less at the time of purchase.

The Company believes that receivables due from related parties will be collected in near future. Therefore, the cash and cash equivalents combined with proceeds that it expects to generate from operating activities and receivables collected from related parties are sufficient to meet anticipated working capital needs, commitments and capital expenditures over the next twelve months. It may, however, require additional cash resources due to changes in business conditions and other future developments, or changes in general economic conditions.

NOTE 3. VARIABLE INTEREST ENTITIES

To satisfy PRC laws and regulations, the Company conducts certain business in the PRC through its VIEs.

The significant terms of the VIE Agreements are summarized below:

Exclusive Technical Consulting Service Agreement: During the term of this Agreement, Science & Technology Trading shall provide the following technical consulting services to Dalian Tianyi and Science & Technology (Dalian) in accordance with this Agreement: (i) Provision of advanced management skills to offer a framework for the construction of a new management platform; (ii) Provision of technology information and materials related to Dalian Tianyi and Science & Technology (Dalian)'s business development and operation. The content of the technology information and documents may be enhanced or diminished during the performance of this Agreement and upon mutual agreement to address each Party's requirements; and (iii) Training of technical and managerial personnel for Dalian Tianyi and Science & Technology (Dalian) and provision of required training documents. Science & Technology Trading will send technologists and managerial personnel to Dalian Tianyi and Science & Technology (Dalian) to provide related technology and training services as necessary. Dalian Tianyi and Science & Technology (Dalian) hereby agrees to accept the technical consulting services provided by Science & Technology Trading. Dalian Tianyi and Science & Technology (Dalian) further agrees that, during the term of this Agreement, it shall not accept technical consulting and services from any other party without the prior written consent of Science & Technology Trading. Science & Technology Trading shall be the sole and exclusive owner of all right, title and interests to any and all intellectual property rights arising from the performance of this Agreement, including but not limited to, copyrights, patent, know-how and commercial secrets, whether such intellectual property is developed by Science & Technology Trading or Dalian Tianyi and Science & Technology (Dalian).

Exclusive Equity Interest Purchase Agreement: Under the Exclusive Option Agreements entered into by and among Science & Technology Trading, each of the PRC Shareholders irrevocably granted to Science & Technology Trading the exclusive right to purchase or designate one or more persons to purchase all or any portion of the Equity Interest from the PRC Shareholders subject to compliance with legal restrictions under applicable PRC laws. The PRC Shareholders shall not sell or transfer all or any portion of the Equity Interest to any party other than Science & Technology Trading and/or the Specified Person.

Equity Interest Pledge Agreement: Under the Equity Pledge Agreements entered into by and among Science& Technology Trading, the PRC Operating Entities and each of the PRC Shareholders, the PRC Shareholders pledged all of their equity interests in the PRC Operating Entities as security to ensure that Science& Technology Trading collects the Consulting Fee under the Service Agreement. The Pledge shall be effective as of the date that the Pledge is recorded in the register of shareholders of Dalian Tianyi and Science & Technology (Dalian) and shall remain effective so long as this Agreement remains in effect. During the Term of the Pledge, Science& Technology Trading shall be entitled to foreclose on the Pledge in accordance with this Agreement in the event that Dalian Tianyi and Science & Technology (Dalian) fail to pay the Consulting Fees in accordance with the Service Agreement. Science& Technology Trading shall be entitled to exercise, dispose of or assign the Pledge in accordance with this Agreement.

Powers of Attorney: The PRC Shareholders have each executed an irrevocable power of attorney to appoint Science& Technology Trading as their sole representative with full authority to perform and exercise any and all shareholder's rights associated with the Equity Interest, including but not limited to, the right to attend shareholders' meetings, the right to execute shareholders' resolutions, the right to sell, assign, transfer or pledge any or all of the Equity Interest and the right to vote the Equity Interest for all matters, including but not limited to, the appointment of legal representatives, board members, executive directors, inspectors, chief managers and other senior management officers and the submission of all the Company's related documentations to the competent authorities. The term of each power of attorney is valid so long as such shareholder is a shareholder of the respective PRC Operating Entity.

As a result of these VIE Agreements, the Company through its wholly-owned subsidiary, Science& Technology Trading, was granted with unconstrained decision making rights and power over key strategic and operational functions that would significantly impact the PRC Operating Entities or the VIEs' economic performance, which includes, but is not limited to, the development and execution of the overall business strategy; important and material decision making; decision making for merger and acquisition targets and execution of merger and acquisition plans; business partnership strategy development and execution; government liaison; operation management and review; and human resources recruitment and compensation and incentive strategy development and execution. Science& Technology Trading also provides comprehensive services to the VIEs for their daily operations, such as operational technical support, OA technical support, accounting support, general administration support and technical support for products and services. As a result of the Exclusive Business Cooperation Agreements, the Equity Pledge Agreements and the Exclusive Option Agreements, the Company will bear all of the VIEs' operating costs in exchange for 100% of the net income of the VIEs. Under these agreements, the Company has the absolute and exclusive right to enjoy economic benefits similar to equity ownership through the VIE Agreements with our PRC Operating Entities and their shareholders.

These contractual arrangements may not be as effective in providing the Company with control over the VIEs as direct ownership. Due to its VIE structure, the Company has to rely on contractual rights to effect control and management of the VIEs, which exposes it to the risk of potential breach of contract by the shareholders of the VIEs for a number of reasons. For example, their interests as shareholders of the VIEs and the interests of the Company may conflict and the Company may fail to resolve such conflicts; the shareholders may believe that breaching the contracts will lead to greater economic benefit for them; or the shareholders may otherwise act in bad faith. If any of the foregoing were to happen, the Company may have to rely on legal or arbitral proceedings to enforce its contractual rights, including specific performance or injunctive relief, and claiming damages. Such arbitral and legal proceedings may cost substantial financial and other resources, and result in a disruption of its business, and the Company cannot assure that the outcome will be in its favor. Apart from the above risks, there are no significant judgments or assumptions regarding enforceability of the contracts.

In addition, as all of these contractual arrangements are governed by PRC law and provide for the resolution of disputes through either arbitration or litigation in the PRC, they would be interpreted in accordance with PRC law and any disputes would be resolved in accordance with PRC legal procedures. The legal environment in the PRC is not as developed as in other jurisdictions, such as the United States. As a result, uncertainties in the PRC legal system could further limit the Company's ability to enforce these contractual arrangements. Furthermore, these contracts may not be enforceable in China if PRC government authorities or courts take a view that such contracts contravene PRC laws and regulations or are otherwise not enforceable for public policy reasons. In the event the Company is unable to enforce these contractual arrangements, it may not be able to exert effective control over the VIEs, and its ability to conduct its business may be materially and adversely affected.

The assets of the VIEs can be used to settle obligations of the consolidated entities. Conversely, liabilities recognized as a result of consolidating these VIEs do not represent additional claims on the Company's general assets.

Most of our operations are conducted through our affiliated companies which the Company controls through contractual agreements in the form of VIEs. Current regulations in China permit our PRC subsidiaries to pay dividends to us only out of its accumulated distributable profits, if any, determined in accordance with their articles of association and PRC accounting standards and regulations. The ability of these Chinese affiliates to make dividends and other payments to us may be restricted by factors that include changes in applicable foreign exchange and other laws and regulations.

A. Under PRC law, our subsidiary may only pay dividends after 10% of its after-tax profits have been set aside as reserve funds, unless such reserves have reached at least 50% of its registered capital. Such cash reserve may not be distributed as cash dividends.

B. The PRC Income Tax Law also imposes a 10% withholding income tax on dividends generated on or after January 1, 2008 and distributed by a resident enterprise to its foreign investors, if such foreign investors are considered as non-resident enterprise without any establishment or place within China or if the received dividends have no connection with such foreign investors' establishment or place within China, unless such foreign investors' jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement.

As of September 30, 2016, the Company has no plan for distribution of retained earnings.

The following financial statement amounts and balances of the VIEs were included in the accompanying consolidated financial statements as of and for the nine months and three months ended September 30, 2016 and 2015, respectively:

	September 30, 2016 (Unaudited)	December 31, 2015
Total assets	$ 820,038	$ 586,746
Total liabilities	$ 355,174	$ 265,795

	Nine Months Ended September 30,	
	2016 (Unaudited)	2015 (Unaudited)
Revenues	$ 843,713	$ 1,236,812
Net income	$ 147,210	$ 544,291

	For Three Months Ended September 30,	
	2016 (Unaudited)	2015 (Unaudited)
Revenues	$ 221,219	$ 448,151
Net income	$ 69,354	$ 256,418

All of our current revenue is generated in PRC currency Renminbi ("RMB"). Any future restrictions on currency exchanges may limit our ability to use net revenues generated in RMB to make dividends or other payments in U.S. dollars or fund possible business activities outside China.

Foreign currency exchange regulation in China is primarily governed by the following rules:

- Foreign Exchange Administration Rules (1996), as amended in August 2008, or the Exchange Rules;

- Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996), or the Administration Rules.

Under the Administration Rules, RMB is freely convertible for current account items, including the distribution of dividends, interest payments, trade and service related foreign exchange transactions, but not for capital account items, such as direct investments, loans, repatriation of investments and investments in securities outside of China, unless the prior approval of the State Administration of Foreign Exchange ("SAFE") is obtained and prior registration with the SAFE is made. Foreign-invested enterprises like ours that need foreign exchange for the distribution of profits to their shareholders may affect payment from their foreign exchange accounts or purchase and pay foreign exchange rates at the designated foreign exchange banks to their foreign shareholders by producing board resolutions for such profit distribution. Based on their needs, foreign-invested enterprises are permitted to open foreign exchange settlement accounts for current account receipts and payments of foreign exchange along with specialized accounts for capital account receipts and payments of foreign exchange at certain designated foreign exchange banks.

NOTE 4. SUMMARIES OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation

The accompanying consolidated balance sheet as of December 31, 2015, which has been derived from audited financial statements, and the unaudited interim consolidated financial statements as of September 30, 2016 and for the nine months and three months periods ended September 30, 2016 and 2015 have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures, which are normally included in financial statements prepared in accordance with United States generally accepted accounting principles (U.S. GAAP), have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures made are adequate to provide for fair presentation. The interim financial information should be read in conjunction with the Financial Statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, previously filed with the SEC.

In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present a fair statement of the Company's consolidated financial position as of September 30, 2016, its consolidated results of operations and cash flows for the nine months and three months periods ended September 30, 2016 and 2015, as applicable, have been made. The interim results of operations are not necessarily indicative of the operating results for the full fiscal year or any future periods.

b. Principles of consolidation

The consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiaries and VIEs. Upon consolidation, all balances and transactions between the Company and its subsidiaries and VIEs have been eliminated.

c. Use of estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management makes these estimates using the best information available at the time the estimates are made; however actual results could differ from those estimates. Significant items subject to such estimates and assumptions include valuation allowances for receivables and recoverability of carrying amount and the estimated useful lives of long-lived assets.

d. Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash on deposit with various financial institutions in PRC and all highly-liquid investments with original maturities of three months or less at the time of purchase. Cash accounts are not insured or otherwise protected. Should any bank or trust company holding cash deposits become insolvent, or if the Company is otherwise unable to withdraw funds, the Company would lose the cash on deposits with that particular bank or other financial institutions.

e. Property and equipment

Property and equipment mainly comprise computer equipment, hardware and office furniture. Property and equipment are recorded at cost less accumulated depreciation with no residual value.

Depreciation for financial reporting purposes is provided using the straight-line method over the estimated useful lives of the assets:

Office and other equipment	5 years
Computers	3 years

Depreciation expense is allocated among Research and development expenses, Selling and marketing expenses and General and administrative expenses.

When office equipment and electronic devices are retired or otherwise disposed of, resulting gain or loss is included in net income or loss in the year of disposition for the difference between the net book value and proceeds received thereon. Maintenance and repairs which do not improve or extend the expected useful lives of the assets are charged to expenses as incurred.

f. Impairment of long-lived assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of long-lived assets to be held and used is measured by a comparison of the carrying amount of the asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount of the asset and its fair value. There were no impairment losses for the nine and three months ended September 30, 2016 and 2015, respectively.

g. Revenue recognition

The Company recognizes revenue in accordance with ASC 605, *Revenue Recognition* . Revenues are recognized when the four of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the service has been rendered, (iii) the fees are fixed or determinable, and (iv) collectability is reasonably assured. The recognition of revenue involves certain management judgments. The amount and timing of our revenues could be materially different for any period if management made different judgments or utilized different estimates.

Online Membership Revenue

Online membership revenue includes revenue from members for brand advertising services as well as others services.

The Company has the arrangements with nonrefundable up-front fees model ("the Model") to recognize revenue for the online membership business. We apply the Model, where a contract is signed to establish a fixed price for our services to be provided for a period of time as a membership enrollment, for a majority of our online membership revenue. Revenue is recognized ratably over the membership periods on a straight line basis, unless evidence suggests that the revenue is earned or obligations are fulfilled in a different pattern, over the contractual term of the arrangement or the expected period during which those specified services will be performed, whichever is longer. The Company provides advertisement placements to our advertising customers on our different Website channels and in different formats, which can include, among other things, banners, links, logos, buttons, rich media, pre-roll and post-roll video screens, pause video screens and content integration, as specified in the contracts with the members. The members can choose various on line services from the membership contracts based on their yearly membership.

The Company recognizes revenue when all revenue recognition criteria are met.

h. Related parties

A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

i. Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing income attributable to common shareholders by the weighted average number of common shares outstanding for all periods. Diluted earnings per share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding, increased by common stock equivalents. Common stock equivalents represent incremental shares issuable upon exercise of outstanding warrants. However, potential common shares are not included in the denominator of the diluted loss per share calculation when inclusion of such shares would be anti-dilutive, such as in a period in which a net loss is recorded.

j. Foreign currency transactions and translations

An entity's functional currency is the currency of the primary economic environment in which it operates, normally that is the currency of the environment in which the entity primarily generates and expends cash. Management's judgment is essential to determine the functional currency by assessing various indicators, such as cash flows, sales price and market, expenses, financing and inter-company transactions and arrangements. The reporting currency of the Company is United States dollars ("U.S. dollars" or "$"), and the functional currency of HK Science & Technology is Hong Kong dollars ("HK dollar"). The functional currency of the Company's PRC subsidiary and VIEs is the RMB, and PRC is the primary economic environment in which the Company operates. The reporting currency of these consolidated financial statements is U.S. dollars.

For financial reporting purposes, the financial statements of the Company's PRC subsidiary and VIEs, which are prepared using the RMB, are translated into the Company's reporting currency, U.S. dollars. The financial statements of HK Science & Technology, which are prepared using the HK dollar, are translated into the Company's reporting currency, U.S. dollars. Assets and liabilities are translated using the exchange rate at each balance sheet date. Revenue and expenses are translated using average rates prevailing during each reporting period, and shareholders' equity is translated at historical exchange rates. Adjustments resulting from the translation are recorded as a separate component of accumulated other comprehensive income in owners' equity.

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. The resulting exchange differences are included in the determination of net income (loss) of the consolidated financial statements for the respective periods.

The exchange rates used for foreign currency translation were as follows:

	September 30, 2016	December 31, 2015
(US$1 = RMB)		
Balance sheet items, except for equity accounts	6.6702	6.4917
(US$1 = HKD)		
Balance sheet items, except for equity accounts	7.7550	7.7507

	Nine Months Ended September 30,	
	2016	2015
(US$1 = RMB)		
Items in the statements of operations and comprehensive income (loss), and statements of cash flows	6.5802	6.1735
(US$1 = HKD)		
Items in the statements of operations and comprehensive income (loss), and statements of cash flows	7.7638	7.7531

No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollars at the rates used in translation.

Translations adjustments resulting from this process are included in accumulated other comprehensive loss in the shareholder's equity were $78,076 at September 30, 2016 and $68,167 at December 31, 2015, respectively.

k. Fair Value Measurements

The Company applies the provisions of ASC Subtopic 820-10, Fair Value Measurements, for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements. ASC 820 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

ASC 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes three levels of inputs that may be used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- ☐ Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- ☐ Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

- ☐ Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

There were no transfers between level 1, level 2 or level 3 measurements for the three months ended September 30, 2016 and 2015, respectively.

As of September 30, 2016 the Company used Level 3 to measure the fair value of the shares that the Company issued to employees and part-time consultants for the service rendered. As the Company's shares were still not active on OTCBB, no quoted price for those shares.

The carrying values of the Company's financial assets and liabilities, including accounts receivables, other current assets, and accrued expenses and other current liabilities, are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their stated interest rate approximates current rates available.

l. Share-Based Compensation

Pursuant to ASC Topic 718, *Compensation - Stock Compensation* , the Company measures the cost of employee services received in exchange for an award of stock-based compensation based on the grant-date fair value of the award. The cost is recognized over the requisite service period, except for awards granted to employees for past services, which are fully expensed by the grant date.

m. Recently adopted accounting pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. The amendment in this update defers the effective date of ASU 2014-09 for all entities by one year to annual periods beginning after December 15, 2017. Early adoption is permitted as of the original effective date, interim and annual reporting periods after December 15, 2016. Entities have the option of using either a full retrospective or a modified retrospective approach to adopt ASU 2014-09. In April and May 2016, the FASB issued ASU 2016-10 and ASU 2016-12, Revenue from Contracts with Customers. These new standards will identify performance obligations. The Company is currently evaluating the effect of these new standards, including the transition method, to determine the impact on the Company's consolidated financial position, results of operations, cash flows, or related disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), aimed at making leasing activities more transparent and comparable. The new standard requires substantially all leases be recognized by lessees on their balance sheet as a right-of-use asset and corresponding lease liability, including today's operating leases. For public business entities, the standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. For all other entities, the standard is effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early application is permitted for all entities. The Company is currently evaluating the impact of the adoption of this guidance on its consolidated financial condition, results of operations and cash flows.

In March, 2016, the FASB issued ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting." This update was issued as part of a simplification effort for the accounting of share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The amendment is effective for annual periods beginning after December 15, 2016, and interim periods thereafter. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this guidance on its consolidated financial condition, results of operations, financial condition and cash flows.

We do not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the consolidated financial position, statements of operations and cash flows.

NOTE 5. EARNINGS PER SHARE

The FASB's accounting standard for earnings per share requires presentation of basic and diluted earnings per share in conjunction with the disclosure of the methodology used in computing such earnings per share. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock. The Company has no potential dilutive securities as of September 30, 2016.

The following is a reconciliation of the basic and diluted earnings per share computations for the three and nine months ended September 30, 2016 and 2015, respectively:

	For Three Months Ended September 30,	
	2016	**2015**
	(Unaudited)	**(Unaudited)**
Net income for basic and diluted earnings per share	$ 69,694	$ 256,418
Weighted average shares used in basic and diluted computation	65,830,533	65,604,533
Earnings per share:		
Basic and diluted	$ 0.001	$ 0.004

	For Nine Months Ended September 30,	
	2016	**2015**
	(Unaudited)	**(Unaudited)**
Net income for basic and diluted earnings per share	$ 128,489	$ 544,291
Weighted average shares used in basic and diluted computation	65,770,464	65,540,074
Earnings per share:		
Basic and diluted	$ 0.002	$ 0.008

NOTE 6. CONCENTRATION OF RISK

Credit risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents and related parties receivables.

The Company places its cash and cash equivalents with financial institutions, which management believes are of high-credit ratings and quality.

The related parties receivables are regularly monitored and an impairment analysis is performed at each reporting date based on the payment history and financial position of related parties.

The Company conducts credit evaluations of customers and generally does not require collateral or other security from its customers. The Company establishes an allowance for doubtful accounts primarily based upon the age of the receivables and factors surrounding the credit risk of specific customers.

Concentration of customers and suppliers

For the nine months ended September 30, 2016, two customers accounted for 71% and 26% of the Company's sales, respectively. For the nine months ended September 30, 2015, three customers accounted for 40%, 14% and 14% of the Company's sales, respectively. Except for the afore-mentioned customers, there was no other single customer who accounted for more than 10% of the Company's sales for the nine months ended September 30, 2016 and 2015, respectively.

For the three months ended September 30, 2016, one customer accounted for 97% of the Company's sales. For the three months ended September 30, 2015, one customer accounted for 59% of the Company's sales, respectively. Except for the afore-mentioned customers, there was no other single customer who accounted for more than 10% of the Company's sales for the three months ended September 30, 2016 and 2015, respectively.

For the nine months and three months ended September 30, 2016 and 2015, there was no supplier who accounted for more than 10% of the Company's purchases.

As of September 30, 2016 two customers accounted for 61% and 31% of due from related parties. As of December 31, 2015 there was no customer who accounted for more than 10% of the Company's due from related parties.

NOTE 7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

At September 30, 2016 and December 31, 2015, prepayment and other current assets consist of:

	September 30, 2016 (Unaudited)	December 31, 2015
Prepayment to advertisement and internet resources providers	$ 2,705	$ 3,419
Other current assets	15,528	13,985
	$ 18,233	**$ 17,404**

Prepayment to advertisement and internet resources providers consists of the deposits required by and made to the telecommunication platform operators for using their network services.

NOTE 8. PROPERTY AND EQUIPMENT

Property and equipment consists of network equipment and servers used for hosting Company's website and furniture, equipment and computers used in the office.

Property and equipment consists of the following:

	September 30, 2016 (Unaudited)	December 31, 2015
Office and other equipment	$ 116,965	$ 92,665
Computers	59,451	61,087
Property and equipment, cost	176,416	153,752
Less: accumulated depreciation	(151,027)	(148,067)
Property and equipment, net	**$ 25,389**	**$ 5,685**

Depreciation expense for the nine months ended September 30, 2016 and 2015 were $7,018 and $14,429, respectively. Depreciation expense for the three months ended September 30, 2016 and 2015 were $3,336 and $2,422, respectively.

NOTE 9. RELATED PARTY TRANSACTIONS

For the nine and three months periods of September 30, 2016 the Company derived revenue from Science & Technology Network Business (Dalian) Co., Ltd and Science & Technology Healthy Industry (Dalian) Co., Ltd, related companies owned by the Chairman, Mr. Jiang Wei as below:.

	For Nine Months Ended September 30,	
	2016	2015
Science & Technology Network Business (Dalian) Co., Ltd	$ 219,353	$ 174,328
Science & Technology Healthy Industry (Dalian) Co., Ltd	$ 597,632	-
Total	**$ 816,985**	**$ 174,328**

	For Three Months Ended September 30,	
	2016	2015
Science & Technology Network Business (Dalian) Co., Ltd	-	$ 174,328
Science & Technology Healthy Industry (Dalian) Co., Ltd	$ 215,344	-
Total	**$ 215,344**	**$ 174,328**

The services that the company provided were the same as they provide to third parties. And the price was established according to the company's principle which consists with third parties.

For the nine and three months of September 30, 2016 the Company paid Science & Technology Network Business (Dalian) Co., Ltd $30,598 and $0 for the website upgrading.

At September 30, 2016 and December 31, 2015 the Company had balances due from (due to) related parties as below:

	September 30, 2016	December 31, 2015
Due from related parties		
Science & Technology Network Business (Dalian) Co., Ltd.	$ 229,378	-
Science & Technology Healthy Industry (Dalian) Co., Ltd.	$ 458,756	-

These receivables were for the services the Company provided to these two related party companies. $229,378 due from Science & Technology Network Business (Dalian) Co., Ltd. has been collected subsequently till the filing of this report, and $229,378 due from Science & Technology Healthy Industry (Dalian) Co., Ltd. has been collected subsequently till the filing of this report.

	September 30, 2016	December 31, 2015
Due from related parties		
Science & Technology Healthy Industry (Dalian) Co., Ltd.	$ 59,218	-

This receivable was due on demand, non-interest bearing and has no maturity date. All of this amount has been collected subsequently till the filing of this document.

	September 30, 2016	December 31, 2015

Due to related parties		
Xie He Si Decoration Co., Ltd.	$ 78,169	$ 80,251

This payable is due on demand, is non-interest bearing and has no maturity date.

NOTE 10. DEFERRED REVENUE

Deferred revenue represents customer payments made in advance for membership contracts while services have not been fully provided. Membership contracts are typically billed on full basis in advance and revenue is recognized ratably over the membership period.

As of September 30, 2016 and December 31, 2015, deferred revenue consisted of the following:

	September 30, 2016 (Unaudited)	December 31, 2015
Deferred revenue, current	**$ 2,122**	**$ 26,366**

NOTE 11. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

	September 30, 2016 (Unaudited)	December 31, 2015
Payroll payable	$ 21,675	$ 21,736
Other payable	11,119	1,778
Total	**$ 32,794**	**$ 23,514**

NOTE 12. TAXATION

A) Income Tax

Science & Technology Trading and our combined VIEs are established in Dalian, Province, PRC, and governed by the Income Tax Law of the PRC concerning privately-held enterprises, which are generally subject to tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments in 2016 and 2015.

The effective tax rate for the Company for the nine months ended September 30, 2016 and 2015 was 47% and 26% respectively.

A reconciliation of the provision for income taxes determined at the U.S. federal corporate income tax rate to the Company's effective income tax rate is as follows:

	For Nine Months Ended September 30,	
	2016 Unaudited	2015 Unaudited
US federal rate	34%	34%
Taxable income	241,670	733,484
Computed expected income tax expense	(82,168)	(249,385)
Reconciliation items:		
Rate differential for domestic earnings	21,750	66,014
Non-deductible expenses	(275)	(219)
Valuation allowance on deferred tax assets	(52,488)	(5,603)
Effective income tax expense	$ (113,181)	$ (189,193)

The effective tax rate for the Company for the three months ended September 30, 2016 and 2015 was 32% and 19% respectively.

A reconciliation of the provision for income taxes determined at the U.S. federal corporate income tax rate to the Company's effective income tax rate is as follows:

	For Three Months Ended September 30,	
	2016 Unaudited	2015 Unaudited
US federal rate	34%	34%
Taxable income	103,203	318,156
Computed expected income tax expense	(35,089)	(108,173)
Reconciliation items:		
Rate differential for domestic earnings	9,288	28,634
Non-deductible expenses	2	(20)
Valuation allowance on deferred tax assets	(7,710)	(17,821)

Effective income tax expense	$ (33,509)	$ (61,738)

Realization of the net deferred tax assets is dependent on factors including future reversals of existing taxable temporary differences and adequate future taxable income, exclusive of reversing deductible temporary differences and tax loss or credit carry forwards. The Company evaluates the potential realization of deferred tax assets on an entity-by-entity basis. As of September 30, 2016, valuation allowances were provided against deferred tax assets in entities where it was determined it was more likely than not that the benefits of the deferred tax assets will not be realized. The Company had deferred tax assets which consisted of tax loss carry-forwards, which can be carried forward to offset future taxable income for five years from the year the loss occurred. The management determines it is more likely than not that these deferred tax assets could not be recognized, so full allowances were provided as of September 30, 2016 and December 31, 2015.

B) Value Added Tax and relevant surcharge

Revenue of our membership and advertising planning services are subject to 6% value added tax ("VAT") and 0.72% total surcharge of the gross service income for the business incurred on and after November 1, 2013.

The Company pays the VAT when the invoices are issued to customers and estimates the income tax as the full received amounts had been recognized as revenue.

NOTE 13. STATUTORY RESERVES

As stipulated by the laws and regulations for enterprises operating in PRC, the subsidiaries of the Company are required to make annual appropriations to a statutory surplus reserve fund. Specifically, the subsidiaries of the Company are required to allocate 10% of their profits after taxes, as determined in accordance with the PRC accounting standards applicable to the subsidiaries of the Company, to a statutory surplus reserve until such reserve reaches 50% of the registered capital of the subsidiaries of the Company. The Company can use the statutory surplus reserve to offset deficits, expand its plant or increase capital when and only when the reserve balance exceeds 50% of the registered capital, and the amount capitalized should be limited to 50% of the statutory surplus reserve. The Company appropriated statutory surplus of $22,576 and $0 as of September 30, 2016 and December 31, 2015, respectively.

NOTE 14. SHARES GRANTED AND ISSUED TO EMPLOYEES

On February 10, 2015, the Company determined to grant equity awards of 429,200 shares to 2 part-time consultants and 46 employees for the services rendered. The total fair value of these shares at the date of grant was estimated to be $21,224.

On November 27, 2015, the Company determined to grant equity awards of 75,000 shares to one part-time consultant for the services rendered. The total fair value of these shares at the date of grant was estimated to be $3,709.

On April 19, 2016, the Company grants equity awards of shares of common stock to employees for the services rendered. The total fair value of these shares at the date of grant was $7,467.

The fair value of the shares granted was $0.04945 per share calculated through the application of an income approach to evaluate the future value of the operation into a present market value. This method eliminates the discrepancy in time value of money by using a discount rate to reflect all business risks including intrinsic and extrinsic uncertainties in relation to the operation.

Major assumptions used for measuring the fair value as follow:

- It is assumed that there will be no material change in the existing political, legal, technological, fiscal or economic condition which may adversely affect the business of the Company;
- The Company will adhere to the terms that bond with the contracts and agreements;
- The Company's competitive advantages and disadvantages will not change significantly during the period.

NOTE 15. COMMITMENTS

The Company's operating lease commitment as of September 30, 2016 and December 31, 2015 were $22,675 and $17,121, respectively. The unpaid contract amount is expected to be paid in one year.

NOTE 16. SUBSEQUENT EVENTS

Except disclosed in Note 9, there were no any significant events occurred subsequent to the balance sheet date but prior to the filing of this report that would have a material impact on our consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This quarterly report on Form 10-Q and other reports filed by China Network Media, Inc. ("we," "us," "our," or the "Company") from time to time with the U.S. Securities and Exchange Commission (the "SEC") contain or may contain forward-looking statements (collectively the "Filings") and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments, and assumptions. We believe that the estimates, judgments, and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments, and assumptions are made. These estimates, judgments, and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

Overview

We operate a multi-lingual portal website that offers advertising opportunities, technical support, and industrial information and community functions to science and technology companies and entrepreneurs in China. We conduct our business through our variable interest entities Dalian Tianyi Culture Development Co., Ltd., a PRC limited company ("Dalian Tianyi") and Science & Technology World Network (Dalian) Co., Ltd., a PRC limited company ("Science & Technology Network") in China, which we control through a series of contractual arrangements.

Our website has 28 domestic channels featuring different regions in greater China area and two user interactive and information sharing platforms bulletin board system (BBS) and Blog and, is available in three languages Chinese, English and Japanese.

- Build brand image through multiple languages online magazines, online corporate multimedia advertisement, executives' interviews, institutional alliances and flexible membership package that are tailored to each business' needs.
- Showcase products to the public, through our customer-made corporate and factory facilities online show room;
- Develop intelligent leisure retirement industry through building a unique international intelligent technology health leisure endowment industrial district including residential area, holiday resort, spa area etc. ;
- Develop an e-commercial platform to combine the online sales business with above intelligent leisure district and all the branches over the world to provide elderly products and also exclusive products provided by our agents;
- Host product purchase for businesses and end-users;
- Publish job openings and seek talents for corporate clients; and
- Post corporate blogs;

We currently derive a substantial portion of our revenues from online advertising services. Our advertising solutions present corporate users with attractive opportunities to combine the visual impact of traditional television-like multimedia advertisements and online magazines with the interactivity and precise targeting capabilities of the Internet.

In 2016, we updated our website, in order to provide a docking port to e-commercial platforms. After the revision, we can derive part of our revenues from providing advertisement and also receive commission for the services we provided to those e-commercial platforms. We invested in an electronic commerce platform in 2016 in order to derive online sales business with our accumulated users' database.

Critical Accounting Policies and Management Estimates

Please refer to Financial Statements Note 4.

Results of Operations

Comparison for the Three Months Ended September 30, 2016 and 2015

The following table shows key components of the results of operations during three months ended September 30, 2016 and 2015:

	For Three Months Ended September 30, 2016 (Unaudited)	For Three Months Ended September 30, 2015 (Unaudited)	Change of Amount	Change of %
Revenue				
- Third parties	$ 5,875	$ 273,823	$ (267,948)	(98)%
- Related parties	215,344	174,328	41,016	24%
	221,219	448,151	(226,932)	(51)%
Cost of revenue	56,547	44,308	12,239	28%
Gross profit	164,672	403,843	(239,171)	(59)%
Operating expenses:				
Research and development expenses	10,655	8,921	1,744	20%
Selling and marketing expenses	1,134	583	551	95%
General and administrative expenses	52,998	76,208	(23,210)	(30)%
Total operating expenses	64,797	85,712	(20,915)	(24)%
Income from Operations	99,875	318,131	(218,256)	(69)%
Other income	3,328	25	3,303	13,212%
Net income before income taxes	103,203	318,156	(214,953)	(68)%
Provision for income taxes	33,509	61,738	(28,229)	(46)%
Net income	69,694	256,418	(186,724)	(73)%
Other comprehensive loss				
Foreign currency translation adjustment	(2,213)	(10,116)	7,903	78%
Comprehensive income	$ 67,481	$ 246,302	$ (178,821)	(73)%

Revenue

Total revenue was $221,219 for three months ended September 30, 2016, compared to $448,151 for the corresponding period in 2015. The decrease in total revenues from the three months ended September 30, 2015 to the three months ended September 30, 2016 was $226,932 or 51%. The decrease was mainly due to decreases in online revenue from third parties in 2016.

Costs and Expenses

Cost of revenue

Total cost of revenues was $56,547 for the three months ended September 30, 2016, compared to $44,308 for the corresponding period in 2015. The increase in cost of revenues from the three months ended September 30, 2015 to the three months ended September 30, 2016 was $12,239, or 28%. The main increase in cost of revenues was mainly a result of increase in labor cost due to more employees hired for our platform maintenance after our platform was updated in the first half year.

Operating Expenses

Total operating expenses were $64,797 for the three months ended September 30, 2016, compared to $85,712 for the corresponding period in 2015. The decrease in operating expenses from the three months ended September 30, 2015 to the three months ended September 30, 2016 was $20,915, or 24%. The decrease was mainly due to decrease of general and administrative expenses of $23,210 offsetting by increase of research and development expenses of $1,744, and selling expenses of $551.

Research and Development Expenses

Research and development expenses mainly consist of personnel-related expenses incurred for costs associated with new research in new products and services, development and enhancement of existing products and services, and enhancement of our websites, which mainly include the development costs of online advertisement and maintenance costs after the website is available for marketing.

Research and development expenses were $10,655 for the three months ended September 30, 2016, compared to $8,921 for the corresponding period in 2015. The increase in research and development expenses from the three months ended September 30, 2015 to the three months ended September 30, 2016 was $1,744, or 20%. The increase was mainly related to increase in salary and benefits expenses.

Selling and Marketing Expenses

Selling and marketing expenses mainly consist of advertising and promotional expenditures, salary and benefits expenses, sales commissions and travel expenses.

Selling and marketing expenses were $1,134 for the three months ended September 30, 2016, compared to $583 for the corresponding period in 2015. The increase in selling and marketing expenses from the three months ended September 30, 2015 to the three months ended September 30, 2016 was $551, or 95%.

General and Administrative Expenses

General and administrative expenses mainly consist of salary and benefits expenses, professional service fees, and website hosting service fee, and office rental expenses.

General and administrative expenses were $52,998 for the three months ended September 30, 2016, compared to $76,208 for the corresponding period in 2015. The decrease in general and administrative expenses from the three months ended September 30, 2015 to the three months ended September 30, 2016 was $23,210, or 30%. The decreases were mainly due to a decrease of salary and benefit expenses.

Income from Operations

As a result of the foregoing, our operating income was $99,875 for the three months ended September 30, 2016, compared to income of $318,131 for the three months ended September 30, 2015.

Other Income

Other income was $3,328 for the three months ended September 30, 2016, compared to $25 for the corresponding period in 2015. The increase of other income was mainly derived from subsidy income in 2016.

Income Tax Expense

Income tax expense was $33,509 for the three months ended September 30, 2016, compared to $61,738 for the three months ended September 30, 2015.

Net Income

For the three months ended September 30, 2016, we had net income of $69,694, compared to $256,418 for the three months ended September 30, 2015.

Comparison for the Nine Months Ended September 30, 2016 and 2015

The following table shows key components of the results of operations during nine months ended September 30, 2016 and 2015:

	For Nine Months Ended September 30, 2016 (Unaudited)	For Nine Months Ended September 30, 2015 (Unaudited)	Change of Amount	Change of %
Revenue				
- Third parties	$ 26,728	$ 1,062,484	$ (1,035,756)	(97)%
- Related parties	816,985	174,328	642,657	369%
	843,713	1,236,812	(393,099)	(32)%
Cost of revenue	179,443	145,669	33,774	23%
Gross profit	664,270	1,091,143	(426,873)	(39)%
Operating expenses:				
Research and development expenses	60,678	25,873	34,805	135%
Selling and marketing expenses	4,294	1,784	2,510	141%
General and administrative expenses	323,091	336,860	(13,769)	(4)%
Total operating expenses	388,063	364,517	23,546	6%
Income from Operations	276,207	726,626	(450,419)	(62)%
Other income (expenses)	(34,537)	6,858	(41,395)	(604)%
Net income before income taxes	241,670	733,484	(491,814)	(67)%
Provision for income taxes	113,181	189,193	(76,012)	(40)%
Net income	128,489	544,291	(415,802)	(76)%
Other comprehensive loss				
Foreign currency translation adjustment	(9,909)	(10,844)	935	9%
Comprehensive income	$ 118,580	$ 533,447	$ (414,867)	(78)%

Revenue

Total revenues were $843,713 for nine months ended September 30, 2016, compared to $1,236,812 for the corresponding period in 2015. The decrease in total revenues from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 was $393,099 or 32%. The decrease was mainly attributable to the decreases in online members in 2016.

Costs and Expenses

Cost of revenue

Total cost of revenues was $179,443 for the nine months ended September 30, 2016, compared to $145,669 for the corresponding period in 2015. The increase in cost of revenues from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 was $33,774, or 23%. The main increase in cost of revenues was mainly a result of increase in labor cost due to more employees hired for our platform maintenance.

Operating Expenses

Total operating expenses were $388,063 for the nine months ended September 30, 2016, compared to $364,517 for the corresponding period in 2015. The increase in operating expenses from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 was $23,546 or 6%. The increase was mainly attributable to increase of research and development expenses of $34,805, increase of selling expenses of $2,510 and offsetting by decrease of general and administrative expenses of $13,769.

Research and Development Expenses

Research and development expenses mainly consist of personnel-related expenses incurred for costs associated with new research in new products and services, development and enhancement of existing products and services, and enhancement of our websites, which mainly include the development costs of online advertisement and maintenance costs after the website is available for marketing.

Research and development expenses were $60,678 for the nine months ended September 30, 2016, compared to $25,873 for the corresponding period in 2015. The increase in research and development expenses from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 was $34,805, or 135%. The increase was mainly due to our enhancement of our websites and labor cost.

Selling and Marketing Expenses

Selling and marketing expenses mainly consist of advertising and promotional expenditures, salary and benefits expenses, sales commissions and travel expenses.

Selling and marketing expenses were $4,294 for the nine months ended September 30, 2016, compared to $1,784 for the corresponding period in 2015. The increase in selling and marketing expenses from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 was $2,510, or 141%. The increase was mainly contributed by increase in staff cost.

General and Administrative Expenses

General and administrative expenses mainly consist of salary and benefits expenses, professional service fees, and website hosting service fee, and office rental expenses.

General and administrative expenses were $323,091 for the nine months ended September 30, 2016, compared to $336,860 for the corresponding period in 2015. The decrease in general and administrative expenses from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 was $13,769, or 4%. The decreases were mainly due to a decrease of share base payment of $13,757 and a $12 decrease in miscellaneous fee.

Income from Operations

As a result of the foregoing, our operating income was $276,207 for the nine months ended September 30, 2016, compared to $726,626 for the nine months ended September 30, 2015.

Other Income (expenses)

Other expenses was $34,537 for the nine months ended September 30, 2016, compared to other income of $6,858 for the corresponding period in 2015. The other expenses in 2016 were mainly due to the non-refundable business tax recognized as expenses.

Income Tax Expense

Income tax expense was $113,181 for the nine months ended September 30, 2016, compared to $189,193 for the nine months ended September 30, 2015.

Net Income

For the nine months ended September 30, 2016, we had net income of $128,489, compared to $544,291 for the nine months ended September 30, 2015.

Going Concern

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company currently has limited revenue and has accumulated deficit of $917,905 and $1,023,818 as of September 30, 2016 and December 31, 2015 and net income of $128,489 and $544,291 for the nine months ended September 30, 2016 and 2015, respectively. In addition, the company had a negative cash flow from operating activities for nine months ended September 30, 2016. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. Management plans to fund continuing operations through new financing from related parties and equity financing arrangements. The Company’s continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required until 2016 when it can generate sources of recurring revenues and to ultimately attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Liquidity and Capital Resources

Our principal sources of liquidity are cash and cash equivalents, loans from shareholders, as well as the cash flows generated from our operations.

As of September 30, 2016, the Company had cash and cash equivalents of approximately $73,410. As of December 31, 2015, the Company had cash and cash equivalents of approximately $ 482,421. Cash and cash equivalents include cash on hand, deposits in banks with maturities of three months or less, and all highly liquid investments which are unrestricted as to withdrawal or use, and which have original maturities of three months or less at the time of purchase.

The Company believes that the current cash and cash equivalents combined with proceeds that it expects to generate from operating activities are sufficient to meet anticipated working capital needs, commitments and capital expenditures over the next twelve months. It may, however, require additional cash resources due to changes in business conditions and other future developments, or changes in general economic conditions.

Cash Generating Ability

We believe that we will generate cash flows from our membership business and other business, which, along with our available cash, will provide sufficient liquidity and financial flexibility.

Our cash flows were summarized below:

	Nine Months Ended September 30,	
	2016 (Unaudited)	2015 (Unaudited)
Net cash used in operating activities	$ (375,958)	$ (304,032)
Net cash used in investing activities	(87,174)	(1,731)
Net cash provided by financing activities	60,855	-
Effect of exchange rate change on cash and cash equivalents	(6,734)	(20,924)
Net decrease in cash and cash equivalents	(409,011)	(326,687)
Cash and cash equivalents at beginning of period	482,421	909,922
Cash and cash equivalents at end of period	$ 73,410	$ 583,235

Net Cash Used in Operating Activities

For the nine months ended September 30, 2016, $375,958 net cash used in operating activities was primarily attributable to our net income of $128,489 adjusted by non-cash items of depreciation of $7,018 and $7,467 issuance of shares to employees and part-time consultants, due from related parties increased by $697,545, deferred revenue decreased by $23,861, prepaid expenses increased by $1,313, income tax payable increased by $98,447, other tax payable increased by $95,295 and other liabilities increased by $10,045.

For the nine months ended September 30, 2015, $304,032 net cash used in operating activities was primarily attributable to our net income of $544,291 adjusted by non-cash items of depreciation and amortization of $14,429 and $21,224 issuance of shares to employees and part-time consultants, prepaid expenses decreased by 19,509, prepaid tax decreased by $17,937, income tax payable increased by $23,608, advance from customers decreased by $16,198, deferred revenue decreased by $923,804, and other liabilities decreased by $5,028.

Net Cash Used in Investing Activities

For the nine months ended September 30, 2016, net cash used in investing activities of $87,174 was due to the purchase of new office equipment of $27,146 and short-term loan to a related party of 215,798, offsetting by cash repayment from an unrelated party of $155,770.

For the nine months ended September 30, 2015, net cash used in investing activities was $1,731 due to the purchase of new office equipment.

Net Cash Provided by Financing Activities

For the nine months ended September 30, 2016, net cash provided by financing activities of $60,855 was mainly the result of the proceeds from Mr. Jiang Wei, a shareholder of the Company.

For the nine months ended September 30, 2015, net cash provided by financing activities was $nil.

Off-Balance Sheet Commitments and Arrangements

As of September 30, 2016 and December 31, 2015, we had lease agreements for the principal offices with commitment amount of $22,675 and $17,121, respectively. The unpaid contract amount is expected to be paid in one year. We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or product development services with us.

Impact of Recently Issued Accounting Standards
Please refer to Financial Statements Note 4.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable because we are a smaller reporting company.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2016.

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating and implementing possible controls and procedures.

Management conducted its evaluation of disclosure controls and procedures under the supervision of our Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, because of the material weakness in internal control over financial reporting, our disclosure controls and procedures were not effective as of June 30, 2016.

Our management has identified the following steps to address the above material weakness:

(1) We have engaged a financial accountant to assist us in preparing our financial statements in accordance with US GAAP standards and SEC rules and regulations.

(2) We intend to hire, as needed, key accounting personnel with technical accounting expertise and reorganize the finance department to ensure that accounting personnel with adequate experience, skills and knowledge relating to complex, non-routine transactions are directly involved in the review and accounting evaluation of our complex, non-routine transactions.

Changes in Internal Controls over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

There are no other actions, suits, proceedings, inquiries or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors.

Not applicable because we are a smaller reporting company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no unregistered sales of the Company's equity securities during the nine months ended September 30, 2016, that were not otherwise disclosed in a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities.

There has been no default in the payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company during the quarter ended September 30, 2016.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

There is no other information required to be disclosed under this item which was not previously disclosed.

Item 6. Exhibits

Exhibit Number	Description
31.1*	Certifications of Principal Executive and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1+	Certifications of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2+	Certifications of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith
+ In accordance with the SEC Release 33-8238, deemed being furnished and not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA NETWORK MEDIA, INC.

Dated: November 14, 2016

By: */s/ HuiAn Peng*
HuiAn Peng
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL ACCOUNTING OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, HuiAn Peng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of China Network Media, Inc. (the "Registrant"):

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a13a-15(f) and 15d-15(f)) for the Registrant and have:

a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures; and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: November 14, 2016

By: */ s/ HuiAn Peng*
HuiAn Peng
Chief Executive Officer & Interim Chief Financial Officer
(Principal Executive & Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of China Network Media, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2016 (the "Report"), I, HuiAn Peng, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2016	By:	/s/ *HuiAn Peng*
		HuiAn Peng
		Chief Executive Officer
		(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of China Network Media, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2016 (the “Report”), I, HuiAn Peng, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2016

By: /s/ *HuiAn Peng*
HuiAn Peng
Interim Chief Financial Officer
(Principal Accounting Officer)